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Attorneys for Debtors
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
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**NOTICE OF PRESENTMENT OF AMENDED STIPULATION, AGREEMENT
AND ORDER BETWEEN THE DEBTORS AND THE INTERNAL REVENUE SERVICE**

PLEASE TAKE NOTICE that the undersigned will present the annexed Amended Stipulation, Agreement and Order (the “Stipulation and Order”) between Lehman Brothers Holdings Inc. (“LBHI”), its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”) and the Internal Revenue Service (the “IRS”) to the Honorable James M. Peck, United States Bankruptcy Judge, for signature on **May 13, 2010 at 12:00 noon (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the proposed Stipulation and Order, with proof of service, is served and filed with the Clerk of the Court and a courtesy copy is delivered to (i) the Bankruptcy Judge’s chambers and (ii) the undersigned, so as to be received by **May 12, 2010 at 12:00 noon (Prevailing Eastern Time)**, there will not be a hearing and the Order may be signed.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely served and filed, a hearing (the “Hearing”) will be held to consider the Stipulation and Order on **May 25, 2010 at 11:00 a.m. (Prevailing Eastern Time)** before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: May 6, 2010

New York, New York

/s/ Shai Y. Waisman

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11 Case No.**
: **08-13555 (JMP)**
LEHMAN BROTHERS HOLDINGS INC., et al., : **(Jointly Administered)**
DEBTORS. :
-----X

**AMENDED STIPULATION, AGREEMENT AND ORDER
BETWEEN THE DEBTORS AND THE INTERNAL REVENUE SERVICE**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

This amended stipulation, agreement and order (“Stipulation, Agreement and Order”) is entered into among Lehman Brothers Holdings Inc. (“LBHI” or “Debtor”), its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”) and the Internal Revenue Service (the “IRS”).

RECITALS

A. On September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and

manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. By order of the Court, dated July 2, 2009 (the “Bar Date Order”) [Docket No. 4271], the Court, *inter alia*, established September 22, 2009 at 5:00 p.m. as the deadline (the “Bar Date”) for filing certain proofs of prepetition claims against the Debtors in these chapter 11 cases and approved the form and manner of notice thereof.

C. The Debtors and the IRS agreed to the terms of a Stipulation, Agreement and Order, dated June 23, 2009, which was so-ordered by the Court on July 2, 2009 (the “Initial Stipulation, Agreement and Order”) [Docket No. 4272] extending the Bar Date for the IRS to 4:00 pm on June 30, 2010 to provide additional time for the Debtor and the IRS to continue to pursue complex, multi-party settlement discussions designed to narrow and fix any potential tax liabilities or refund rights of the Debtors and the group of entities for which LBHI is the common parent, as well as to discuss other issues relevant to the IRS’s anticipated claim.

D. The Debtor and the IRS continue to pursue settlements to narrow and fix any potential tax liabilities or refund rights of the Debtors and the group of entities for which LBHI is the common parent, as well as to discuss other issues relevant to the IRS’s anticipated claim, and therefore the Debtors and the IRS agree to further extend the Bar Date for the IRS.

NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE DEBTORS AND THE IRS, THROUGH THEIR RESPECTIVE UNDERSIGNED COUNSEL AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. Notwithstanding any deadline established pursuant to the Bar Date Order or the Initial Stipulation, Agreement and Order, the Bar Date for the IRS shall be **4:00 pm on December 31, 2010** (the “IRS Bar Date”). Other than the deadline established pursuant to the Bar Date Order for the filing of proofs of claim, the IRS shall be obligated to comply with all

other provisions of the Bar Date Order, including, but not limited to, the procedures for filing a proof of claim against the Debtors.

2. Each person who executes this Stipulation, Agreement and Order on behalf of a party or parties hereto represents that he is duly authorized to execute this Stipulation, Agreement and Order on behalf of such party or parties.

3. This Stipulation, Agreement and Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

4. This Stipulation, Agreement and Order is subject to approval of the Court and shall be of no force and effect unless and until it is approved.

5. This Stipulation, Agreement and Order may not be amended or modified except as agreed by the parties hereto and approved by further order of the Court.

6. This Stipulation, Agreement and Order and all of the provisions hereof shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.

7. Each of the parties hereto irrevocably consents to the jurisdiction of the Court with respect to any action to interpret or enforce the terms and provisions of this Stipulation, Agreement and Order and expressly waives any right to commence any such action in another forum.

[The remainder of this page is intentionally blank.]

Dated: May 6, 2010

WEIL, GOTSHAL & MANGES LLP

PREET BHARARA

United States Attorney for the
Southern District of New York
Attorney for the IRS

/s/ Shai Y. Waisman

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/s/ Robert William Yalen

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SO ORDERED this _____ day of May __, 2010

HONORABLE JAMES PECK
UNITED STATES BANKRUPTCY JUDGE